



February 26, 2002
Via Overnight Delivery

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OFFICE OF THE
EXECUTIVE SECRETARY

210 N. Park Ave.
Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32790-0200

Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re.: **American Long Lines, Inc. - Notice of Change of Control**

02-00263

Dear Mr. Waddell:

Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

The original and four (4) copies of this letter is sent on behalf of American Long Lines, Inc. American Long Lines, Inc., ("ALL") is a long distance reseller authorized in Tennessee in Case No. 97-00094 on May 7, 1997. On May 21, 2001, Teligent, Inc., the parent company of ALL, voluntarily filed a petition under Chapter 11 of the U.S. Bankruptcy Code in order to reorganize its operations and financial structure. In connection with this proceeding, ALL Acquisition Corporation, a company formed by employees of ALL, filed a motion for the Bankruptcy Court's approval of the sale of substantially all of the assets of ALL as the best way to maximize creditor recoveries and preserve uninterrupted service to ALL's customers. On August 30, 2001, the Bankruptcy Court approved ALL Acquisition Corporation's motion (Exhibit A). ALL Acquisition Corporation has subsequently changed its name to American Long Lines, Inc. (Exhibit B).

The change of control of ALL described above has been seamless to ALL's customers. The change of control has not affected the company's rates or customer service in any way. The change of control should not require customer notification, a waiver of PIC change rules, or changes to ALL tariffs since the company's original certificated name has been preserved.

Any questions about this notice may be directed to my attention at (407) 740-8575. Please acknowledge receipt by returning, file-stamped, the extra copy of this cover letter in the self-addressed, stamped envelope enclosed for this purpose.

Thank you for your assistance in this matter.

Sincerely,

Carey Roesel
Consultant to American Long Lines, Inc.

Enclosures (Exhibits)

cc: Dennis Connor -- ALL
File: ALL - TN - IXC
tms: TNi0201

A

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x

In re

: Chapter 11

TELIGENT, INC., et al.,¹

: Case No. 01-12974 (SMB)

: Jointly Administered

Debtors.

-----x

**ORDER APPROVING DEBTOR'S (i) SALE OF SUBSTANTIALLY ALL
OF THE ASSETS OF AMERICAN LONG LINES, INC. AND (ii) ASSUMPTION
AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS
TO ALL ACQUISITION CORPORATION**

Upon the motion (the "Motion")² of American Long Lines, Inc., one of the above-captioned debtors and debtors in possession ("ALL" or "Debtor"), seeking entry of an order authorizing the Debtor's (i) sale of substantially all of its assets and (ii) assumption and assignment of certain executory contracts to ALL Acquisition Corporation (the "Buyer"); it appearing that the relief requested is in the best interests of the Debtor's estate, its creditors and other parties in interest; it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b); and after due deliberation and cause appearing therefor; it is hereby

¹ The Debtors are the following entities: Teligent, Inc.; Teligent Services, Inc.; American Long Lines, Inc.; Association Communications, Inc.; Auctel, Inc.; BackLink, L.L.C.; Easton Telecom Services, Inc.; Executive Conference, Inc.; FirstMark Communications, Inc.; Infinet Telecommunications, Inc.; JTel, L.L.C.; KatLink, L.L.C.; OMC Communications, Inc.; Quadrangle Investments, Inc.; Telecommunications Concepts, Inc.; Teligent Communications, L.L.C.; Teligent License Co. I, L.L.C.; Teligent License Co. II, L.L.C.; Teligent of Virginia, Inc.; Teligent Professional Services, Inc.; and Teligent Telecommunications, L.L.C.

² Capitalized terms not defined herein have the meaning given in the Motion.

FOUND AND DETERMINED THAT the Debtor has articulated good and sufficient reasons for the proposed sale of the Assets of ALL (the "ALL Assets") to Buyer;³ and it is further

FOUND AND DETERMINED THAT notice of the sale and transactions contemplated thereby was given in accordance with all applicable provisions of the Bankruptcy Rules, Bankruptcy Code and Orders of this Court; and it is further

FOUND AND DETERMINED THAT the Buyer has acted in good faith within the meaning of the Bankruptcy Code, and is entitled to all protections and benefits afforded to such an entity under 11 U.S.C. § 363(m); and it is further

FOUND AND DETERMINED THAT a reasonable opportunity to object or be heard with respect to the Motion and the relief requested in the Motion, and to submit higher and better offers for the ALL Assets, has been afforded to all interested persons and entities; and it is further

FOUND AND DETERMINED THAT all parties to this sale have complied with all provisions of the Bankruptcy Code and Rules that could have a material impact on this Motion.

NOW, THEREFORE, IT IS

ORDERED that the Motion is granted **SMB 8/30/01** to the extent indicated in its entirety, as set forth in detail on the record; and it is further

ORDERED that, subject to the payment by Buyer to the Debtor pursuant to sections 363 and 365 of the Bankruptcy Code of the Purchase Price, the sale of the ALL Assets to Buyer is approved in all respects and the ALL Assets shall be sold and transferred to Buyer free and clear of all liens, claims

³ Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052. Statements made by the Court from the bench at the hearing shall constitute additional conclusions of law and findings of fact as appropriate.

and encumbrances, with all such liens, claims and encumbrances attaching only to the proceeds of the sale; and it is further

ORDERED that the Purchase Price provided by the Buyer for the ALL Assets (i) is fair and reasonable, (ii) is the highest and otherwise best offer for the ALL Assets, (iii) will provide a greater recovery for the Debtor's creditors and other interested parties than would be provided by any other practically available alternative, and (iv) constitutes reasonably equivalent value and fair consideration under the Bankruptcy Code and under the laws of the United States and any state, territory, possession, or the District of Columbia; and it is further

ORDERED that in accordance with sections 365 and 363 of the Bankruptcy Code, the assumption, assignment and sale by the Debtors of the Assumed Executory Contracts to Buyer is authorized and approved; and it is further

ORDERED that pursuant to section 365(b)(1)(C) of the Bankruptcy Code, adequate assurance of Buyer's future performance under the Assumed Executory Contracts has been provided; and it is further

ORDERED that on or before the Closing Date, the Buyer shall pay and be solely liable to the counter party under each of the Assumed Executory Contracts for any and all cure amounts for the benefit of each such counter party required under section 365 of the Bankruptcy Code; and it is further

ORDERED that the making or delivery of any instrument of transfer executed in connection with the sale of the ALL Assets shall be deemed to be made or delivered under, in furtherance of or in connection with a chapter 11 plan of reorganization for the Debtor and, therefore, shall be exempt from

taxation pursuant to section 1146(c) of the Bankruptcy Code, provided that a plan is confirmed: and it is further

ORDERED that each and every federal, state and local governmental agency or department is hereby directed to accept any and all documents and instruments necessary and appropriate to consummate the transactions contemplated by the Agreement: and it is further

ORDERED that the Debtor is authorized to perform all of its obligations arising under the Agreement and to execute such other documents and take such further actions as are necessary to effectuate the sale of the ALL Assets to Buyer: and it is further

ORDERED that the terms and provisions of this Order shall be binding upon the Debtors, any subsequently appointed trustees thereof, the Debtors' estates, all creditors of any of the Debtors, and all parties in interest, and their respective heirs, successors and assigns: and it is further

ORDERED that upon the Closing of the transactions with Buyer, the Debtor shall file a notice of rejection with respect to the lease for office space located at 410 Horsham Avenue, by and between the Debtor and 410 Horsham Associates pursuant to procedure approved by the Court: and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this order; and it is further

ORDERED that notwithstanding the provisions of Bankruptcy Rules 6004(c) and 6006(d), this order shall be effective immediately upon entry.

New York, New York
Dated: August 30, 2001

/s/ STUART M. BERNSTEIN

A: Order2.wpd

United States Bankruptcy Judge

NOTE TO PUBLIC ACCESS USERS You may view the filed documents once without charge. To avoid later charges, download a copy of each document during this first viewing.

Notice of Electronic Filing

The following transaction was received from Suarez, Aurea on 8/30/2001 at 5:16 PM

Case Name: Teligent, Inc.
Case Number: 01-12974-smb
Document Number: 176

Docket Text:

Order Signed 8/30/2001 Granting To The Extent Indicate Motion Approving Debtor's Sale of Substantially All of the Assets of American Long Lines, Inc. and Assumption and Assignment of Certain Executory Contracts To All Acquisition Corporation (Related Doc = [322]). (Suarez, Aurea)

The following document(s) are associated with this transaction:

Document description: Main Document

Original filename: 0: 4/TELIGENT-SALE-ORDER.PDF

Electronic document Stamp:

[STAMP NYSBStamp_ID=842906028 [Date=8/30/2001] [FileNumber=1004546-0]
1041e60835807b25188e4ad1acb783fd586e21de28c18646c6181f03aa30987a7aac96
10d4ef70ffe92e5a1e784d2a55644bd4ebc9e7cf201c8884d09fb8bfa6]]

01-12974-smb Notice will be electronically mailed to:

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Keith J. Ostrowski
Kupelian Ormond & Magy
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Suite 950
Southfield, MI 48075

Steven B. Ramsdell

B

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

164

AMERICAN LONG LINES, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 3018568

MICROFILM NUMBER: 2001069

1468-1470

MG MCCREARY
FOX ROTHSCHILD O'BRIEN & FRANKEL LLP
2000 MARKET ST 10TH FL
PHILA PA 19103-3291

200180-1468
☒ **CONSENT TO APPROPRIATION OF NAME** (DSCB:17.2)
☐ **CONSENT TO USE OF SIMILAR NAME** (DSCB:17.3)
 (Rev 2000)

941631

Pursuant to 19 Pa. Code § 17.2 (relating to appropriation of the name of a senior corporation) and 17.3 (relating to use of a confusingly similar name) the undersigned association, desiring to consent to the appropriation of its name by another association or desiring to consent to the appropriation of its name by another association, hereby certifies that:

1. The name of the association executing this Consent of Name is:

American Long Lines, Inc.

2. The (a) address of this association's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a)	Number and Street	City	State	Zip	County
(b)c/o:	<u>Corporation Service Company</u>				<u>Dauphin</u>
	Name of Commercial Registered Office Provider				County

For an association represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the association is located for venue and official publication purposes.

3. The date of its incorporation or other organization is: September 30, 1986

4. The statute under which it was incorporated or otherwise organized is: Business Corporation Law of 1933

5. The association(s) entitled to the benefit of this Consent of Name is (are):

ALL Acquisition Corporation

6. If Consent to Appropriation of Name, the association is (check one):

☒ About to change its name. ☐ About to cease to do business.
☐ About to withdraw from doing business in this Commonwealth. ☐ Being wound up.

7. If Consent to Use of Similar Name, A check in this box: ☐ indicates that the association executing this Consent to Use of Similar Name is the parent or prime affiliate of a group of associations using the same name with geographic or other designations, and that such association is authorized to and does hereby act on behalf of all such affiliated associations, including the following (see 19 Pa. Code § 17.3(c)(6)):

N/A

IN TESTIMONY WHEREOF, the undersigned association has caused this consent to be signed by a duly authorized officer thereof this 31 day of August, 2001.

BY: [Signature]
 (Signature)

TITLE: COO

200169-1469

SEP 05 2001

Microfilm Number _____

Filed with the Department of State on _____

Entity Number 3018568*Kim Fingert*

Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION
DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: ALL Acquisition Corporation

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 2000 Market Street, Tenth Floor, Philadelphia, PA	19103	Philadelphia
Number and Street	City	State
	Zip	County

(b) do: _____
Name of Commercial Registered Office Provider _____ County _____

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Pennsylvania Business Corporation Law of 1988

4. The date of its incorporation is: August 2, 2001

5. (Check, and if appropriate complete, one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

_____ The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

_____ The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

☒ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

☒ The amendment adopted by the corporation, set forth in full, is as follows:

RESOLVED, that this Corporation is hereby authorized to amend its Articles of Incorporation by changing Article 1 thereof, which shall read in its entirety as follows: "1. The name of the Corporation is: American Long Lines, Inc.". FURTHER RESOLVED, that this Corporation's registered office shall be: 400 Horsham Road, Horsham, PA 19044."

_____ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

PA DEPT. OF STATE

SEP 05 2001

200169-1470

DSCB:15-1915 (Rev 90)-2

8. (Check if the amendment restates the Articles):

 The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 31st day of August, 2001.

ALL ACQUISITION CORPORATION

(Name of Corporation)

BY: 

Douglas W. Derstine

(Signature)

TITLE: President

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

274

ALL ACQUISITION CORPORATION

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 3018568

MICROFILM NUMBER: 2001060

0605-0606

CSC NETWORKS
COUNTER

200160 - 605

AUG - 2 2001

Filed in the Department of
State of*Kim Duggan*
Secretary of the Commonwealth

3018568 COMMONWEALTH OF PENNSYLVANIA

ARTICLES OF INCORPORATION

OF

ALL ACQUISITION CORPORATION

THE UNDERSIGNED, desiring to form a business corporation in compliance with the requirements of Section 1306 of the Pennsylvania Business Corporation Law of 1988, hereby certifies that:

1. The name of the Corporation is:

All Acquisition Corporation

2. The address, including street and number, of the initial registered office of the Corporation in the Commonwealth of Pennsylvania is:

c/o Kevin B. Scott, Esquire
Fox, Rothschild, O'Brien & Frankel, LLP
2000 Market Street, 10th Floor
Philadelphia, PA 19103
(Philadelphia County)

3. The Corporation is incorporated under the provisions of the Pennsylvania Business Corporation Law of 1988.

4. The Corporation shall have the power to engage in all lawful business for which corporations may be incorporated under the Pennsylvania Business Corporation Law of 1988.

5. The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, divided into Nine Hundred (900) shares of Class A Common Stock and One Hundred (100) shares of Class B Common Stock, which Classes of Common Stock shall be alike in all respects and shall have identical rights, preferences and limitations, except that the entire voting power of the Corporation shall be vested in the holders of the Class A Common Stock. No holder of Class B Common Stock shall have voting rights, except as required by law.

6. The shareholders of the Corporation shall not have the right to cumulate their votes for the election of directors of the Corporation.

PA DEPT. OF STATE

2001 AUG - 2 11:08:52

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7. The name and address, including street and number, of the sole Incorporator of the Corporation is:

Gina C. Monaco
2000 Market Street, 10th Floor
Philadelphia, PA 19103

IN WITNESS WHEREOF, the undersigned Incorporator has signed and sealed these Articles of Incorporation this 1st day of August, 2001.

 (SEAL)
Gina C. Monaco, Incorporator